

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Hawk Precision Components Group, Inc.		02/02/2007	CORPORATION: OHIO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	The Bank of New York, as Administrative Agent		
<b>Street Address:</b>	One Wall Street		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10286		
<b>Entity Type:</b>	Banking Corporation: NEW YORK		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2932546	CONVERSIONEERING	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)541-4630		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-541-2000		
<b>Email:</b>	aeauerbach@bryancave.com		
<b>Correspondent Name:</b>	Andrew Auerbach		
<b>Address Line 1:</b>	1290 Avenue of the Americas		
<b>Address Line 4:</b>	New York, NEW YORK 10104		
<b>ATTORNEY DOCKET NUMBER:</b>	204919/HAWKBNYTM		
<b>NAME OF SUBMITTER:</b>	Andrew Auerbach		
<b>Signature:</b>	/Andrew Auerbach/		
<b>Date:</b>	02/13/2007		

CH \$40.00 2932546

Total Attachments: 3

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## GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, HAWK PRECISION COMPONENTS GROUP, INC., a Ohio corporation (the "*Grantor*"), and THE BANK OF NEW YORK, as Administrative Agent for certain lenders (the "*Administrative Agent*"), are parties to a Security Agreement, dated as of February 2, 2007 (as amended, supplemented or otherwise modified from time to time, the "*Security Agreement*").

Pursuant to the Security Agreement, the Grantor granted to the Administrative Agent a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered or pending in the United States Patent and Trademark Office (the "*Trademarks*"), together with the goodwill of the business symbolized by the Trademarks, and all proceeds thereof, including, without limitation, from any and all causes of action which may exist by reason of infringement thereof (collectively, the "*Collateral*"), to secure the prompt payment or performance, as applicable, in full of its Secured Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor hereby grants to the Administrative Agent, for the ratable benefit of the Secured Parties (as defined in the Security Agreement), a security interest in, all of the right, title and interest of such Grantor in, to and under the Collateral to secure the prompt payment or performance, as applicable, in full of its Secured Obligations (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. To the extent any provision of this Grant of Security Interest conflicts with any provision of the Security Agreement, the Security Agreement shall govern.

The Administrative Agent's address is: One Wall Street, New York, New York 10286.

[Signature page follows]

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the date first above written.

**HAWK PRECISION COMPONENTS  
GROUP, INC.**

By:  \_\_\_\_\_

Name: Steven J. Campbell

Title: Chief Financial Officer

[Signature page to Grant of Security Interest (Trademarks)]

**TRADEMARK  
REEL: 003480 FRAME: 0291**

**Schedule 1**  
**to**  
**Grant of Security Interest (Trademarks)**  
**Dated as of February 2, 2007**

**Trademark Registrations**

<u>Grantor</u>	<u>Description of Trademark or Trademark Application</u>	<u>Registration or Filing Date</u>	<u>Serial or Registration Number</u>
Hawk Precision Component Group Inc.	CONVERSIONEERING	3/15/05	2,932,546

C037780/0204919/1367048.2

**RECORDED: 02/13/2007**

**TRADEMARK**  
**REEL: 003480 FRAME: 0292**